



VISUAL INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 2006/030975/06)
("Visual" or "the Company")
ISIN Code: ZAE000187407 Share code: VIS

RESULTS OF ANNUAL GENERAL MEETING ("AGM") AND CHANGE TO THE BOARD OF DIRECTORS

RESULTS OF THE AGM

Shareholders are advised that the AGM of Visual was held on 24 January 2018 and that all the resolutions proposed at the AGM were passed by the requisite number of shareholders.

The following information is provided:

Total number of issued ordinary shares	338 367 112
Total number of ordinary shares represented and eligible to vote at the AGM	164 982 653
Percentage of ordinary shares represented at the AGM	48.76%

The resolutions proposed at the AGM, together with the percentage of votes carried for and against each resolution, are set out below:

Resolution proposed	Total number of votes cast (excluding abstentions)	For (% of total votes cast)	Against (% of total votes cast)	Abstain (% of issued share capital)
Ordinary Resolution Number 1 Presentation and acceptance of annual financial statements	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)
Ordinary Resolution Number 2 Director appointment – L Matlholwa	164 721 975	164 716 975 (99.997%)	5 000 (0.003%)	260 678 (0.08%)
Ordinary Resolution Number 3 Director appointment – T Mokgatlha*	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)
Ordinary Resolution Number 4 Director retirement and re-election – R Kadalie	164 721 975	164 716 975 (99.997%)	5 000 (0.003%)	260 678 (0.08%)
Ordinary Resolution Number 5 Director retirement and re-election – R Richards	164 721 975	164 716 975 (99.997%)	5 000 (0.003%)	260 678 (0.08%)
Ordinary Resolution Number 6 Director retirement and re-election – CT Vorster	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)
Ordinary Resolution Number 7 Appointment and remuneration of auditors	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)

Ordinary Resolution Number 8 Appointment of Audit and Risk Committee member – CT Vorster	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)
Ordinary Resolution Number 9 Appointment of Audit and Risk Committee member – R Kadalie	164 721 975	164 716 975 (99.997%)	5 000 (0.003%)	260 678 (0.08%)
Ordinary Resolution Number 10 Appointment of Audit and Risk Committee member – T Mokgatlha*	164 766 975	164 761 975 (99.997%)	5 000 (0.003%)	215 678 (0.06%)
Ordinary Resolution Number 11 Approval of Remuneration Policy	164 766 975	164 685 271 (99.95%)	81 704 (0.05%)	215 678 (0.06%)
Ordinary resolution number 12 General authority to allot and issue shares for cash	164 721 975	164 676 975 (99.97%)	45 000 (0.03%)	260 678 (0.08%)
Special Resolution Number 1 Non-Executive directors' remuneration	164 766 975	164 721 975 (99.97%)	45 000 (0.03%)	215 678 (0.06%)
Special Resolution Number 2 General authority to enter into funding agreements, provide loans or other financial assistance	164 766 975	164 676 975 (99.95%)	90 000 (0.05%)	215 678 (0.06%)
Special Resolution Number 3 Authority to issue shares, securities convertible into shares or rights that may exceed 30% of the voting power of the current issued share capital	164 766 975	164 676 975 (99.95%)	90 000 (0.05%)	215 678 (0.06%)

- As announced on SENS on 30 November 2017, Mr Thabo Mokgatlha subsequently resigned as a non-executive director of the Board of Visual with effect from the date of that announcement.

CHANGE TO THE BOARD OF DIRECTORS

In accordance with paragraph 3.59(b) of the Listings Requirements of the JSE Limited, shareholders are advised that Mr Peter Grobbelaar has resigned from his position as executive director of Visual with effect from 1 February 2018 but will remain available to the Company on a consulting basis. The Board thanks him for his contribution to the Company and wishes him well in his future endeavours.

By order of the Board

Cape Town
25 January 2018

Designated Advisor

Arbor Capital Sponsors Proprietary Limited

